

**AMENDMENTS TO THE CLAIMS**

The following listing of claims replaces all prior listings of claims presented in the application:

1 (currently amended). A topical composition for improving or preventing deleterious skin conditions, exfoliating skin, accelerating skin turnover, or lightening skin, the topical composition comprising an effective amount of (a) at least one compound selected from (i) L-carnitine, (ii) an acyl L-carnitine, (iii) a salt of L-carnitine, and (iv) a salt of an acyl L-carnitine and (b) one or more hydroxy acids, proteolytic enzymes selected from papain, bromelain, pepsin, peptidase, trypsin, enterokinase, alpha-chymotrypsin, or a mixture thereof, skin lightening agents, or a mixture thereof, in a pharmacologically acceptable vehicle for topical application, wherein the topical composition has a pH of from about 6 to about 8.

2 (canceled).

3 (canceled).

4 (original). The topical composition of claim 1, wherein the hydroxy acid is glycolic acid, lactic acid, salicylic acid, or a mixture thereof.

5 (original). The topical composition of claim 1, wherein the proteolytic enzyme is papain, bromelain, or a mixture thereof.

6 (original). The topical composition of claim 1, wherein the skin lightening agent is a melanin inhibitor.

7 (original). The topical composition of claim 6, wherein the melanin inhibitor is arbutin, kojic acid, rumex extract, or a mixture thereof.

8 (original). The topical composition of claim 1, wherein the skin lightening agent is a melanin bleach.

9 (original). The topical composition of claim 8, wherein the melanin bleach is a peroxide, hydroquinone, enzyme glucose oxidase, or a mixture thereof.

10 (original). The topical composition of claim 1, wherein the topical composition is selected from the group consisting of ointments, lotions, gels, suspensions, emulsions, and creams.

11 (withdrawn). A method of exfoliating skin comprising topically applying an effective amount of the topical composition of claim 1.

12 (withdrawn). A method of accelerating skin turnover comprising topically applying an effective amount of the topical composition of claim 1.

13 (withdrawn). A method of lightening skin comprising topically applying an effective amount of the topical composition of claim 1.

14 (currently amended). A topical composition comprising (a) one or more additives, and (b) an effective amount of at least one compound selected from (i) L-carnitine, (ii) an acyl L-carnitine, (iii) a salt of L-carnitine, and (iv) a salt of an acyl L-carnitine to improve or prevent deleterious skin conditions, exfoliate skin, and/or accelerate skin turnover, in a pharmacologically acceptable vehicle, wherein the pH of the topical composition ranges from about 6 to about 8, wherein at least one of the additives is a proteolytic enzyme, selected from papain, bromelain, pepsin, peptidase, trypsin, enterokinase, alpha-chymotrypsin, or a mixture thereof.

15 (original). The topical composition of claim 14, wherein the pH of the topical composition is from about 6.5 to about 7.

16 (original). The topical composition of claim 14, wherein the additive has an optimum pH of from about 6 to about 7.

17 (original). The topical composition of claim 14, wherein the additive is a proteolytic enzyme or skin lightener.

18 (original). The topical composition of claim 17, wherein the proteolytic enzyme is papain.

19 (original). The topical composition of claim 17, wherein the skin lightener is glucose oxidase.

20 (new). The topical composition of claim 1, wherein the topical composition comprises from about 1 wt% to about 10 wt% of L-carnitine or a salt thereof.

21 (new). The topical composition of claim 1, wherein the topical composition comprises about 5.6 wt% L-carnitine or a salt thereof.

22 (new). The topical composition of claim 1, wherein the topical composition comprises from about 1 wt% to about 10 wt% of L-carnitine or a salt thereof and from about 1 to about 8 proteolytic units (PU) of a papain.

23 (new). The topical composition of claim 1, wherein the topical composition comprises about 5.6 wt% of L-carnitine or a salt thereof and about 6 proteolytic units (PU) of a papain.